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FLORIDA DIVISION OF CORPORATIONS

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FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#:
072720000036
CONTACT: KYLE L WHITE
PHONE: (407)843-4600 FAX #:
(407)843-4444

NAME: THR DOLPHIN CORP.
AUDIT NUMBER......H97000020250
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. THR DOLPHIN CORP.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. 13-3972099
(FEI number, if applicable)

4. 9/23/97
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. 12/5/97
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

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7. 666 Fifth Avenue c/o Tishman Asset Corporation
New York, NY 10103 Attention: Treasurer
(Current mailing address)

8. See attached Addendum.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Richard J. Fildes, Esq.

Office Address: 215 North Eola Drive

Orlando, Florida, 32801
(Zip Code)

10. Registered agent acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

(Registered agent's signature) (Officer)

(FL - 2189 - 9/23/97)

Richard J. Fildes, Esq.
(Type Name and Title of Officer)

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached Addendum.

Address: ______

Vice Chairman: ______

Address: ______

Director: ______

Address: ______

Director: ______

Address: ______

B. OFFICERS

President: See attached Addendum.

Address: ______

Vice President: ______

Address: ______

Secretary: ______

Address: ______

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Treasurer: See attached Addendum.

Address:

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Gary Buscemi
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Gary Buscemi, as Secretary
(Typed or printed name and capacity of person signing application)

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Addendum to Application by Foreign Corporation for Authorization to Transact Business in Florida for THR DOLPHIN CORP.

Continuation of Item 8

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in the following activities.

a. to hold a general partnership interest in TRC Dolphin Limited Partnership, a Florida limited partnership; and

b. to engage in any lawful act or activity and to exercise any powers permitted to corporations that are incidental to and necessary or convenient for the accomplishment of the above-mentioned purposes.

Continuation of Item 12 A

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Chairman:	John A. Vickers c/o Tishman Asset Corporation 666 Fifth Avenue New York, NY 10103
Director:	John L. Tishman c/o Tishman Asset Corporation 666 Fifth Avenue New York, NY 10103
Director:	William J. Sales c/o Tishman Asset Corporation 666 Fifth Avenue New York, NY 10103
Director:	Juliana C. Johnson c/o Amacar Group, L.L.C. 6707 Fairview Road, Suite D Charlotte, NC 28210
Director:	Elizabeth S. Eldridge c/o Amacar Group, L.L.C. 6707 Fairview Road, Suite D Charlotte, NC 28210

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Continuation of Item 12 B

Chairman and CEO:	John A. Vickers c/o Tishman Asset Corporation 666 Fifth Avenue New York, NY 10103
President:	William J. Sales Tishman Asset Corporation 666 Fifth Avenue New York, NY 10103
Executive Vice-President:	John A. Griswold c/o Tishman Hotel Corporation 1200 Epcot Resorts Boulevard Lake Buena Vista, FL 32830
Secretary:	Gary Buscemi c/o Tishman Asset Corporation 666 Fifth Avenue New York, NY 10103
Treasurer:	Frank W. Beck c/o Tishman Asset Corporation 666 Fifth Avenue New York, NY 10103
Assistant Treasurer:	Larry Schwarzwalder c/o Tishman Asset Corporation 666 Fifth Avenue New York, NY 10103
Sr. Vice-President :	Gary Buscemi c/o Tishman Asset Corporation 666 Fifth Avenue New York, NY 10103
Vice-President:	Frank W. Beck c/o Tishman Asset Corporation 666 Fifth Avenue New York, NY 10103

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Vice-President: Donald W. Engfer
c/o Tishman Hotel Corporation
1200 Epcot Resorts Boulevard
Lake Buena Vista, FL 32830

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State of Delaware

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THR DOLPHIN CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF DECEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Edward J. Freel, Secretary of State H97000020250

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AUTHENTICATION: 8791348

DATE: 12-04-97